

EMERGENCY MEDICAL SERVICE AUTHORITY – A Public Trust
Regular Board of Trustees Meeting
Wednesday, November 15, 2017 at 1:00 p.m. via Video Conference
EMSA Corporate Offices
1111 Classen Drive, Oklahoma City, OK
1417 North Lansing Avenue, Tulsa, OK

Minutes:

NOTICE AND AGENDA for the Regular Meeting of the Board of Trustees for the Emergency Medical Services Authority, a Public Trust, were posted November 13, 2017 at 10:25 a.m. in the offices of the City Clerk of Tulsa and with the City Clerk of Oklahoma City on November 13, 2017 at 10:01 a.m., more than 24 hours prior to the time set for the meeting.

TRUSTEES PRESENT

Mr. Kyle Nondorf
Ms. Kelly Brader
Mr. Larry McAtee
Ms. Jan Slater
Dr. Jim Rodgers
Mr. Wiley Williams
Dr. Jeffrey Goodloe
Mr. Phil Lakin (1:01 p.m.)
Ms. Allison Petersen (1:03 p.m.)

TRUSTEES ABSENT

Mr. Larry Stevens (Excused)
Chief Bryan Wood (Excused)

OTHERS PRESENT

Jim Winham, EMSA (via remote connection)
Frank Gresh, EMSA
Angela Lehman, EMSA
Kent Torrence, EMSA
Kelli Bruer, EMSA
Tracy Johnson, EMSA
Julie Roberts, EMSA
Vicki Lacy, EMSA
Rick Ornelas, AMR
John Graham, AMR
Duffy McAnallen, OMD
Matt Cox, OMD
Curtis Knoles, OMD
John Howerton, OMD
Jennifer Jones, OMD
Sonny Geary, AMR
Tina Wells, AMR
Jim Orbison, Riggs Abney
Kris Koepsel, Riggs Abney

A quorum was present and the meeting was called to order at 1:00 p.m. by Madam Chair, Jan Slater.

CONSENT AGENDA

1. **Approval of Board Minutes from the EMSA Board of Trustees Special Meeting dated September 27, 2017 at 1:00 p.m.**

Approval of Board Minutes from the EMSA Board of Trustees Special Meeting dated October 17, 2017 at 9:00 a.m.

Approval of the EMSA Board of Trustees Schedule of Regular Meetings for 2018

Upon motion made by Mr. Lakin and seconded by Dr. Rogers, the Board of Trustees voted to approve the Board Minutes from the EMSA Board of Trustees Special Meeting dated September 27, 2017 at 1:00 p.m., the Board Minutes from the Special Meeting dated October 17, 2017 at 9:00 a.m., and EMSA Board of Trustees Schedule of Regular Meetings for 2018.

AYE: Mr. McAtee, Ms. Slater, Mr. Lakin, Mr. Nondorf, Dr. Rodgers, Mr. Williams, Ms. Brader

NAY: None

ABSENT: Mr. Stevens, Chief Wood, Ms. Petersen

The motion was passed.

2. **Approval of Policies approved by Compliance Committee: 1) Reassignment of Related Party Accounts, 2) Addendum to Patient Care Reports, 3) Review of Patient Care Reports, 4) Hardship, 5) No Solicitation-No Distribution 6) Patient Non-Discrimination and Grievance**

Dr. Goodloe questioned the terminology “patient care reports” rather than “electronic medical records.” Ms. Lehman responded that “patient care reports” is the correct term as far as Medicare is concerned regarding ambulance service.

Mr. Williams made a comment regarding that the patient non-discrimination and grievance policy’s 60-day submission timeframe seems short. Ms. Lehman stated this policy came straight from the federal registry for the new non-discrimination policy that went into effect last year. Mr. Williams asked if we can make a change to make it longer and Ms. Lehman answered we can make it a shorter period, but not a longer period.

Upon motion made by Ms. Petersen and seconded by Dr. Rodgers, the Board of Trustees voted to approve the EMSA policies approved by the EMSA Compliance Committee.

AYE: Mr. McAtee, Ms. Slater, Mr. Lakin, Mr. Nondorf, Dr. Rodgers, Mr. Williams, Ms. Brader, Ms. Petersen

NAY: None

ABSENT: Mr. Stevens, Chief Wood

The motion was passed.

REGULAR AGENDA

1. Chairman’s Report

Ms. Slater informed the Board that Jim Winham is joining us remotely from the AAA (American Ambulance Association) Annual Conference in Las Vegas where industry leaders learn the latest standards and practices. She was pleased to announce that Jim has been appointed to the AAA Ethics Committee. Mr. Winham confirmed he was appointed as the Region IV representative to the AAA National Ethics Committee as well as Ms. Lehman being appointed to the AAA National Regulatory Board. Ms. Slater congratulated and thanked them both on behalf of the Board of Trustees for their time and appointments to these committees.

2. Awarding of the Bid Pursuant to the Information Technology Request for Proposal (“RFP# IT2017-0001”) for Sierra Wireless Mobile Gateways

Mr. Gresh explained this bid is to provide the service of a mobile hotspot in all EMSA vehicles. The current service is seven (7) years old and has reached its limit--especially considering the extreme heat during Oklahoma summers. Mr. Gresh recommends we award the bid to Island Tech Services as they are the only bidder that provides a manufacturer-certified help desk to us and they have a significant amount of experience with EMS. Ms. Petersen questioned that the help desk availability is worth the extra \$10,000 to which Mr. Gresh confirmed it is worth that value. Mr. Williams asked if the help desk was required in the RFP and Mr. Gresh said it was not because he knew he would only get one response. Mr. Nondorf inquired as to the support cost if it were a 3-year or 5-year sign-on. Mr. Gresh answered there isn’t enough of a price break for a multi-year contract and he personally favors reviewing every year.

Upon motion made by Ms. Petersen and seconded by Mr. Lakin, the Board of Trustees voted to approve the awarding of the bid to Island Tech Services.

AYE: Mr. McAtee, Ms. Slater, Mr. Lakin, Mr. Nondorf, Dr. Rodgers, Mr. Williams, Ms. Brader, Ms. Petersen

NAY: None

ABSENT: Mr. Stevens, Chief Wood

The motion was passed.

3. Awarding of the Bid Pursuant to the Request for Proposal (“RFP# 2017-0001”) for Power Cots

Mr. Winham stated that this bid is for replacement of the Stryker power load stretchers used in both divisions as the current ones are out of their service contract. Mr. Torrence stated there are a couple of issues—one being patient safety. He said there is a reason the manufacturer’s warranty expires after seven (7) years and that is they may start to fail. If we continue to use these cots without a warranty, there is a potential risk to the patient as far as cot failure. He recommends they be replaced and added that this cost was included in the budget.

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Mr. Winham stated there was one bidder, Stryker, and by using this particular stretcher we don't have to replace some of the parts that hold the stretcher inside the back of the ambulance. This stretcher is the "power load" so it lifts itself. He went on to say anecdotally, we are asking for a report to see how much we may have saved by the decrease in injuries as this stretcher loads the patient into the ambulance and secures them during transport in the unlikely event of an accident. Mr. Williams noted that it looks like they don't want to agree to our indemnity clause and proposed their own. Mr. Winham deferred to legal counsel, Mr. Orbison, who said he has not spoken with anyone at Stryker. Mr. Orbison has requested the actual documentation that Stryker will be submitting to EMSA for his review. He confirmed that the indemnity clause has been changed by Stryker and feels like the documentation will ultimately be what we agree to and if the indemnity provision is not acceptable then we will have to push back to Stryker. Ms. Petersen asked if the timeline would allow us to push back. Mr. Winham added the issue is the expiration of the warranty. Dr. Goodloe pointed out this bid process was started prior to Mr. Winham being the interim CEO and asked Mr. Winham if this contract is the best for us moving forward, wholly replacing these cots as opposed to other potential options—does this represent the best answer for the Authority. Mr. Winham again stated this issue is time sensitive because we are going to run out of the warranty and the service contract along with it. Mr. Winham wishes we had more time to consider other options such as refurbishing as he is not familiar with it yet, but he knows other partners have refurbished cots in the past. We will certainly look at other options in the future for savings. This was originally signed prior to his coming into the position and he was told these cots have already been manufactured. The short answer would be to go ahead with the contract pending the negotiation of the indemnification clause. Dr. Goodloe asked if the warranty could be extended for a sixty (60) or ninety (90) day period while we are looking at other options. Mr. Torrence said this is the first time this has come up so that answer is unknown. Dr. Rodgers asked if these cots are the best product on the market and how many we are replacing. Mr. Winham's opinion is that these are the best product and that is also the consensus among most EMS providers. A total of ninety-seven (97) cots are being replaced. Mr. Nondorf asked what is being done with the assets we are replacing. Ms. Lehman confirmed there is a trade-in value. Ms. Petersen stated her opinion from the patient safety perspective--she would rather err on the side of caution and go ahead with the bid recognizing there are unknowns such as the cost of refurbishment. Typically, she doesn't think enough is saved on refurbishing to warrant the risk to patients' safety so she would like to continue this route. Mr. Williams agrees with Ms. Petersen and the reason he raised this point is because by reading their clauses it sounds like they don't want to stand behind their product and that is an issue with the Trust as much as it is for the patient. He agrees that legal counsel can work with Stryker to strengthen the clause in our favor. Ms. Petersen made a motion to approve pending Mr. Orbison's negotiation on the clauses. Ms. Slater asked for clarification if the motion made is contingent on being approved or to approve and accept the best negotiation by legal counsel. Mr. Orbison suggested that the motion be made subject to being reviewed by counsel and approved by the Chair or the interim President. Mr. Lakin recommended that the Chair and the interim President both approve. Mr. McAtee questioned why it's not possible to get an extension on the warranty so we can research more thoroughly. Ms. Slater suggested that legal counsel include that in their negotiation, if possible. Mr. Orbison confirmed he would include it when he speaks to Stryker. Ms. Slater stated there is a motion on the table and called for a second. Mr. Williams seconded the motion. Mr. Lakin posed a question regarding the three plans in the RFP for battery replacement. He assumes an analysis was done for the best cost of the three plans, but he's not sure of the cost difference between the three and why this one was chosen. Mr. Winham said during a discussion with the past president, he stated this was the cheapest way to go because the batteries are very expensive to replace and upon his cursory review in the past few days, he

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confirmed this was the least expensive option. With a motion and a second in place, the Board of Trustees voted to approve the awarding of the bid for power cots to Stryker.

AYE: Mr. McAtee, Ms. Slater, Mr. Lakin, Mr. Nondorf, Dr. Rodgers, Mr. Williams, Ms. Brader, Ms. Petersen

NAY: None

ABSENT: Mr. Stevens, Chief Wood

The motion was passed.

4. Discussion and possible action regarding the Appointment of Jim Winham as EMSA's Interim President

Ms. Slater reminded the Board that the EMSA bylaws call for the Chief Operating Officer to step in during the President's absence, so Jim Winham pursuant to the bylaws stepped in upon Mr. Williamson's departure. The Board would like a formal appointment of Mr. Winham to be the interim President and she would also like to propose that we wait until some of the ongoing legal issues are concluded, she assumes in July, before we begin a formal search for a Chief Executive Officer (CEO). Ms. Petersen stated that she and Jan have been in contact with Jim weekly during this transition and believes he has taken a lot of positive steps to increase communications with staff and the Board. She encouraged Board members to reach out to him if they have any questions or concerns. Ms. Petersen added she would like to give him every opportunity to succeed and he has her wholehearted support. Ms. Slater agreed and thinks that Jim has great ideas and brings a fresh perspective to the Board. She added she has been reminded by legal counsel that the ongoing legal issues may not be concluded by July and that at any point we may initiate a formal search for a CEO. Dr. Goodloe shared that the Medical Control Board and Office of the Medical Director have the utmost confidence and respect for Mr. Winham and have seen a significant increase in collaborative discussions over the past couple of weeks. He added, for public record, the medical oversight component of this system has incredible confidence in his leadership and his ethical fiber. Mr. McAtee stated when the Board made the selection for this position, the Board wanted a person who could take over the helm should anything come up in the future. Based on that, unless he disqualifies himself with total failure, he should be recognized as having the edge as far as being the permanent selection. Mr. Orbison stated the original indenture did say the Chief Operating Officer would be the successor, but at a later meeting this language was changed so it is not a foregone conclusion. Ms. Slater stated this does leave us the option to hold the position for a while and reconsider if we feel it needs to be done and then called for a motion to approve. Upon motion made by Mr. Lakin and seconded by Dr. Rodgers, the Board of Trustees voted to approve the Appointment of Jim Winham as EMSA's Interim President.

AYE: Mr. McAtee, Ms. Slater, Mr. Lakin, Mr. Nondorf, Dr. Rodgers, Mr. Williams, Ms. Brader, Ms. Petersen

NAY: None

ABSENT: Mr. Stevens, Chief Wood

The motion was passed.

5. President's Report

a. Compliance Report – Jim Winham, Chief Executive Officer – Mr. Winham reported compliance and exclusion numbers for the eastern and western divisions for the months of August, September and October 2017. Mr. Winham made the Board aware that there were three times the Contractor was fined for being out of compliance. He informed the Board that when the Contractor is out of compliance, they are sent a letter informing them they need to fix issue(s) in a certain timeframe. They are notified within five days that they are in breach and they must provide a report on how they are going to cure that breach and must maintain how they are doing that with a written report back to the Authority every five days until they cure the breach then they have thirty days to do so. If they do not do this, it's at the sole discretion of EMSA and the Board to place the Contractor in breach. There has been confusion with the contract in the past so Mr. Winham went to legal counsel to review and have a clear understanding of the details of the contract. Ms. Petersen asked for insight as to why the Contractor was out of compliance and what they have done to improve things. Mr. Winham stated his opinion is staffing issues, predominantly in the west, and provided a couple of staffing problems for examples. Mr. Winham said AMR is now running an in-house paramedic school to work on the staffing. Also, AMR increased the pay for medics to make them at the top of the line. He then turned the meeting over to Sonny Geary, General Manager for the Contractor. Mr. Geary gave a reporting of recruiting from 2015 to present that supported the staffing issues. He also mentioned that the lawsuits involving EMSA have been a factor in recruiting.

b. Financial Report – Kent Torrence, Chief Financial Officer – Mr. Torrence informed the Board that the month of October has not been closed as it's too early, so he will be presenting the financial statements including the highlights of collection rates, emergency/non-emergency transports, cash receipts and disbursements for both divisions for the month ending September 2017. Mr. Lakin questioned the wording on one of the presentation slides. Mr. Torrence agreed there was a typographical error and clarified that what he had stated in his report was correct. Dr. Rodgers asked why there is always a 1-2% difference in collections for the western division and Mr. Torrence replied it is all due to demographics.

c. Corporate Compliance Report/Patient Financial Services – Angela Lehman, Chief Revenue Officer – Ms. Lehman gave an update on the Legal Committee and Compliance Committee meetings that have been held over the last few months. She summarized the items they have reviewed and discussed. Full details of her report are included in the transcript. Ms. Lehman then presented the financial services report for October 2017.

d. Patient Satisfaction – Kelli Bruer, Vice President – The Compass Point Dashboard report for October 2017 was given. EMSAcare had successful enrollment in both divisions.

e. President's Commentary – Jim Winham, Chief Executive Officer – Mr. Winham recognized Rick Ornelas, Director of Operations for AMR in the western division, is staying with the Company, but leaving Oklahoma. John Graham, the current Operations Manager for AMR, will be the interim Director. He reported that Bethany/Warr Acres opted out of the EMSA system effective January 1, 2018. He let the Board know that we have increased communications by holding weekly executive staff meetings that include AMR staff, and we are going to start having monthly super staff meetings

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that will include all staff as we want every team member to know they are important and vital to our organization. Mr. Winham told the Board that the executive staff are reviewing every current contract, three at a time, and as a result we will be doing an RFP for collection services that will save us approximately \$200,000 annually as well as meeting with several of our retainers resulting in a reduction of twenty-five percent (25%)--these contracts/retainers include plants, janitorial, landscaping, etc. Mr. Winham went on to say that the Oklahoma State Firefighters Association (OSFA) has a statewide EMS committee where they look at best practices, etc., and he was honored to be selected for that committee filling the seat as a civilian. During their first meeting they had great collaboration, he was able dispel some myths and rumors, and he hopes to work collaboratively going forward.

6. **Medical Director's Report** – Dr. Jeffrey Goodloe, Medical Director – Dr. Goodloe shared that he and Dr. Michael Smith, Chair of the Medical Control Board (MCB) have been working with Ms. Slater and Ms. Petersen in hopes to have a tandem meeting in early 2018. He introduced each of the MCB staff members to the Board. He encouraged the EMSA Board to reach out to any team member at any time for questions, concerns and/or feedback. This team is currently working with AMR, Tulsa Fire, OKC Fire and Edmond Fire on an airway management task force to help them look at the process and equipment standards. They are continuing work on their sudden cardiac arrest care platform. Dr. Goodloe added he recently returned from the American College of Emergency Physicians annual meeting where he was privileged to lead a group there in working on their vision on a number of EMS-related policies.
7. **New Business**
None at this time
8. **Trustees' Reports**
None at this time
9. **Next Meeting** – Wednesday, December 20, 2017 at 1:00 p.m. via videoconference in both locations
10. **Adjourn** - The meeting was adjourned by Madam Chair Slater at 2:32 p.m.

Julie Roberts, Assistant Secretary

Date